

## **Exhibit B**

Exhibits

As filed with the Securities and Exchange Commission on February 8, 2021.

Registration No.

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM F-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
**Baosheng Media Group Holdings Limited**

(Exact name of registrant as specified in its charter)

Cayman Islands	7311	Not Applicable
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)
	Room 901, Block B Jinqiu International Building, No. 6 Zhichun Road Haidian District, Beijing, China +86-010-82088021	
	(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)	
	Puglisi & Associates 850 Library Avenue, Suite 204 Newark, DE 19711 (302) 738-6680	
	(Name, address, including zip code, and telephone number, including area code, of agent for service)	
	<b>With a Copy to:</b>	
Ying Li, Esq. Guillaume de Sampigny, Esq. Hunter Taubman Fischer & Li LLC 800 Third Avenue, Suite 2800 New York, NY 10022 212-530-2206	William S. Rosenstadt, Esq. Mengyi "Jason" Ye, Esq. Yarona L. Yieh, Esq. Ortoli Rosenstadt LLP 366 Madison Avenue, 3rd Floor New York, NY 10017 212-588-0022	

**Approximate date of commencement of proposed sale to the public:** Promptly after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐ 333-239800

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933. ☐

Emerging growth company x

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 7(a)(2)(B) of the Securities Act. "

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

#### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered <sup>(1)</sup>	Proposed Maximum Aggregate Offering Price Per Share <sup>(2)</sup>	Proposed Maximum Aggregate Offering Price <sup>(1)(2)(3)</sup>	Amount of Registration Fee
Ordinary shares, par value \$0.0005 per share	1,150,000	\$ 5.00	\$ 5,750,000	\$ 627.33
Underwriters' Warrants	-	-	-	-
Ordinary shares underlying Underwriters' Warrants <sup>(4)</sup>	60,000	\$ 5.50	\$ 330,000	\$ 36.00
Total	1,210,000		\$ 6,080,000	\$ 663.33

(1) Includes 150,000 additional shares that the underwriters have the option to purchase to cover over-allotments, if any.

(2) Estimated solely for the purpose of calculating the amount of the registration fee in accordance with Rule 457(a) under the Securities Act.

(3) Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, the amount of securities being registered hereunder represents no more than 20% of the securities initially registered pursuant to Registration Statement No. 333-239800. A total of 6,050,000 ordinary shares were registered under Registration Statement No. 333-239800. In no event will the aggregate amount of all securities issued by the registrant pursuant to this Registration Statement and Registration Statement No. 333-239800 exceed 7,260,000.

(4) The Registrant will issue to Univest Securities, LLC, the representative of the underwriters warrants to purchase a number of ordinary shares equal to an aggregate of 6% of the ordinary shares sold in the offering (the "Underwriter Warrants"). The exercise price of the Underwriter Warrants is equal to 110% of the offering price of the ordinary shares offered hereby. The Underwriter Warrants are exercisable at any time, and from time to time, in whole or in part, within five years from the commencement of sale of the offering.

**The registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

#### EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) and General Instruction V to Form F-1, both promulgated under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form F-1 (File No. 333-239800) initially filed by Baosheng Media Group Holdings Limited (the "Company") with the United States Securities and Exchange Commission (the "Commission") on July 10, 2020, which was declared effective by the Commission on February 5, 2021, including all amendments, supplements and exhibits thereto and each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated therein, are incorporated herein by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto.

#### EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
5.1	Opinion of Maples and Calder (Hong Kong) LLP regarding the validity of the ordinary shares being registered
23.1	Consent of Friedman LLP, an independent registered public accounting firm
23.2	Consent of Maples and Calder (Hong Kong) LLP (included in Exhibit 5.1)

### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Beijing, People's Republic of China, on February 8, 2021.

Baosheng Media Group Holdings Limited

By: /s/ Wenxiu Zhong

Wenxiu Zhong

Chief Executive Officer and Chairperson of the Board  
(Principal Executive Officer)

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on February 8, 2021.

<b>Signature</b>	<b>Title</b>
<u>/s/ Wenxiu Zhong</u>	Chief Executive Officer, Chairperson of the Board
Name: Wenxiu Zhong	
<u>/s/ Yue Jin</u>	Chief Financial Officer
Name: Yue Jin	
*	Director
Name: Sheng Gong	
*	Director
Name: Yu Zhong	
*	Director
Name: Zuohao Hu	
*	Director
Name: Adam (Xin) He	
*By: <u>/s/ Wenxiu Zhong</u>	
Name: Wenxiu Zhong	
Attorney-in-fact	

### SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of America, has signed this registration statement thereto in New York, NY on February 8, 2021.

Hunter Taubman Fischer & Li LLC

By: /s/ Ying Li

Name: Ying Li

Title: Partner and Member

## Exhibit 5.1

Our ref ELR/772613-000001/19221937v2

**Baosheng Media Group Holdings Limited**

□□□□□□□□□□

Room 901, Block B

Jinqiu International Building, Zhichun Road

Haidian District, Beijing, China

8 February 2021

Dear Sirs

**Baosheng Media Group Holdings Limited** □□□□□□□□□□

We have acted as Cayman Islands legal advisers to Baosheng Media Group Holdings Limited □□□□□□□□□□ (the "**Company**") in connection with the Company's registration statement on Form F-1, including all amendments or supplements thereto (the "**Registration Statement**"), filed with the Securities and Exchange Commission under the U.S. Securities Act of 1933, as amended to date, and the related registration statement filed pursuant to Rule 462(b) of the U.S. Securities Act of 1933, as amended (the "**Rule 462(b) Registration Statement**") relating to the offering by the Company of 1,000,000 ordinary shares of par value US\$0.0005 each (the "**Offered Shares**") and the ordinary shares underlying the warrants the Company agrees to issue to its underwriter (the "**Underlying Shares**") (together, the "**Shares**").

We are furnishing this opinion letter as Exhibits 5.1, 23.2 to the Rule 462(b) Registration Statement.

**1 Documents Reviewed**

For the purposes of this opinion, we have reviewed only originals, copies or final drafts of the following documents:

- 1.1 The certificate of incorporation of the Company dated 4 December 2018 issued by the Registrar of Companies in the Cayman Islands.
- 1.2 The memorandum and articles of association of the Company as registered on 4 December 2018 (the "**Pre-IPO Memorandum and Articles**").
- 1.3 The amended and restated memorandum and articles of association of the Company as conditionally adopted by a special resolution passed on July 20, 2020 and effective immediately prior to the completion of the Company's initial public offering of the Offered Shares (the "**IPO Memorandum and Articles**").
- 1.4 The written resolutions of the directors of the Company dated 20 July 2020 (the "**Directors' Resolutions**").
- 1.5 The written resolutions of the shareholders of the Company dated 20 July 2020 (the "**Shareholders' Resolutions**").
- 1.6 A certificate from a director of the Company, a copy of which is attached hereto (the "**Director's Certificate**").

- 
- 1.7 A certificate of good standing with respect to the Company issued by the Registrar of Companies dated 22 January 2021 (the "**Certificate of Good Standing**").
  - 1.8 The Registration Statement.
  - 1.9 The Rule 462(b) Registration Statement.

**2 Assumptions**

The following opinions are given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this opinion letter. These opinions only relate to the laws of the Cayman Islands which are in force on the date of this opinion letter. In giving these opinions we have relied (without further verification) upon the completeness and accuracy, as of the date of this opinion letter, of the Director's Certificate and the Certificate of Good Standing. We have also relied upon the following assumptions, which we have not independently verified:

- 2.1 Copies of documents, conformed copies or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals.
- 2.2 All signatures, initials and seals are genuine.
- 2.3 There is nothing contained in the minute book or corporate records of the Company (which we have not inspected) which would or might affect the opinions set out below.

- 2.4 There is nothing under any law (other than the law of the Cayman Islands), which would or might affect the opinions set out below.
- 2.5 Upon the completion of the Company's initial public offering of the Offered Shares, the Company will not be subject to the requirements of Part XVIIA of the Companies Act (2021 Revision) of the Cayman Islands.

### **3 Opinion**

Based upon the foregoing and subject to the qualifications set out below and having regard to such legal considerations as we deem relevant, we are of the opinion that:

- 3.1 The Company has been duly incorporated as an exempted company with limited liability and is validly existing with the Registrar of Companies under the laws of the Cayman Islands and in good standing with the Registrar of Companies under the laws of the Cayman Islands on 22 January 2021.
- 3.2 The authorised share capital of the Company, with effect immediately prior to the completion of the Company's initial public offering of its ordinary shares, will be US\$50,000 divided into 100,000,000 shares of a par value of US\$0.0005 each.
- 3.3 The issue and allotment of the Shares have been duly authorised and when allotted, issued and paid for as contemplated in the Rule 462(b) Registration Statement, the Shares will be legally issued and allotted, fully paid and non-assessable. As a matter of Cayman law, a share is only issued when it has been entered in the register of members (shareholders).

### **4 Qualifications**

In this opinion the phrase "non-assessable" means, with respect to the Shares in the Company, that a shareholder shall not, solely by virtue of its status as a shareholder, be liable for additional assessments or calls on the Shares by the Company or its creditors (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil).

---

Except as specifically stated herein, we make no comment with respect to any representations and warranties which may be made by or with respect to the Company in any of the documents or instruments cited in this opinion or otherwise with respect to the commercial terms of the transactions, which are the subject of this opinion.

We hereby consent to the filing of this opinion as an exhibit to the Rule 462(b) Registration Statement and to the reference to our name under the headings "Enforceability of Civil Liabilities", "Taxation" and "Legal Matters" and elsewhere in the prospectus included in the Registration Statement. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the U.S. Securities Act of 1933, as amended, or the Rules and Regulations of the Commission thereunder.

Yours faithfully

/s/ Maples and Calder (Hong Kong) LLP

Maples and Calder (Hong Kong) LLP

---

---

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Notice of Effectiveness**

**Effectiveness Date:** February 5, 2021 4:30 P.M.

**Form:** F-1

---

**CIK:** 0001811216

**Company Name:** Baosheng Media Group Holdings Ltd

**File Number:** 333-239800